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Proposed Counsel for Debtors and Debtors in Possession

In re:) UNITED STATES BANKRUPTCY COURT
) FOR THE DISTRICT OF NEW JERSEY
)
NORTH COUNTRY BBQ VENTURES,) CASE No. 09-44194 (MS)
INC., <i>et al.</i> ,)
) (Jointly Administered)
Debtors.)
) Chapter 11
)
) Hearing Date and Time:
) February 11, 2010, at 1:00 p.m.
)
)
)

NOTICE OF AUCTION PROCEDURES,
AUCTION DATE AND SALE HEARING

PLEASE BE ADVISED that, on January 8, 2010, pursuant to a motion by the Debtors dated December 24, 2009 (the "Motion"), the United States Bankruptcy Court for the District of New Jersey (the "Court") entered an Order (as amended by Order dated January 13, 2010, the "Scheduling Order") approving the auction procedures annexed to the Sale Motion as Exhibit "A" (the "Auction Procedures") in connection with the proposed sale by the Debtors of all or substantially all of its assets (the "Assets").

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, any bidder desiring to submit a bid at the Auction (a "Bid") shall send a letter indicating its interest in bidding, addressed to Debtor's undersigned counsel, to seek to become a qualified bidder by

signing a confidentiality agreement and providing the requisite financial and other information (a "Qualified Bidder"). Any Bid, which must otherwise comply with the Auction Procedures, must be actually received by Debtor's undersigned counsel no later than February 9, 2010 at 12:00 p.m. Eastern Time.

The Auction Procedures contain detailed requirements for the submission of all bids and should be reviewed carefully.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, the Auction will be conducted at the offices of McCarter & English, LLP, Four Gateway Center, 100 Mulberry Street, Newark, New Jersey 07102, on February 11, 2010 at 10:00 a.m. Eastern Time or on another date to be scheduled by counsel for Debtors in consultation with Wells Fargo Bank, N.A. and set forth in a further Auction and Hearing Notice (the "Auction Date"). Any person seeking to participate as a bidder at the Auction shall comply with the Auction Procedures.

PLEASE BE FURTHER ADVISED that, objections, if any, to the relief requested in the Debtors' enclosed motion to approve (i) the sale of the Assets and (ii) assumption and assignment of certain executory contracts and unexpired leases related thereto (the "Sale Motion"), as well as objections to any filed supplements thereto (including objections to amounts set forth in a Cure Exhibit to be filed by the Debtors), shall: (i) be in writing; (ii) specify with particularity the basis of the objection; and (iii) be filed with the Court and simultaneously served upon: (a) Debtor's counsel, Crowell & Moring LLP, 590 Madison Avenue, 20th Floor, New York, New York, 10022, Attn: Mark S. Lichtenstein, Esq.; (b) Counsel to the Buyer, Amy Swedberg, Esq., Maslon, Edelman, Borman & Brand LLP, 3300 Wells Fargo Center, 90 South Seventh Street, Minneapolis, Minnesota 55402-4140; (d) counsel to Wells Fargo, Sidley Austin

LLP, 555 West Fifth St., Suite 4000, Los Angeles, CA 9013, Attn: Jennifer C. Hagle; and (d) the Office of the United States Trustee, One Newark Center, Suite 2100, Newark, NJ 07102, Attn: Mitchell Hausman, Esq., so as to be actually received by 4:00 p.m. on February 9, 2010 (the "Objection Deadline").

PLEASE BE FURTHER ADVISED that the Court has scheduled February 11, 2010 at 1:00 p.m. Eastern Time as the date for a hearing (the "Sale Hearing") to consider entry of an order, pursuant to the Sale Motion, authorizing and approving the sale of the Assets free and clear of all liens, claims, and encumbrances. The Sale Hearing may, however, be adjourned from time to time by announcement at the Sale Hearing in open Court.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, the Debtors may, in consultation with Wells Fargo Bank, (i) amend the Auction Procedures or impose additional terms and conditions at or prior to the Auction, (ii) extend the deadlines set forth in the Auction Procedures and/or adjourn the Auction by announcement at the Auction and/or the Sale Hearing by an announcement in open court (without further notice), (iii) withdraw from sale any assets at any time prior to or during the Auction and make subsequent attempts to market the same, and (iv) to reject any or all such bids if, in the Debtors' judgment, any such Bid is not for a fair and adequate price.

PLEASE BE FURTHER ADVISED that all requests for information concerning the Assets should be in writing directed to Crowell & Moring LLP, 590 Madison Avenue, 20th Floor,

New York, New York 10022, Attn: Mark S. Lichtenstein, Esq., Tel: 212-895-4200, Fax: 212-895-4201.

Dated: January 13, 2010

Respectfully submitted,

CROWELL & MORING LLP

Attorneys for North Country BBQ Ventures, Inc. et al.

By: /s/ Mark S. Lichtenstein
Mark S. Lichtenstein

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